

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

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PETER A. CRAWFORD,

Plaintiff,

v.

Civil Action No.  
05-cv-10078 (DPW)

WOLVERINE, PROCTOR & SCHWARTZ, INC.,  
STEVEN F. CHILINSKI, and  
DEEPAK S. KULKARNI,

Defendants.

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**AFFIDAVIT OF DEEPAK S. KULKARNI**

DEEPAK S. KULKARNI, being duly sworn deposes and says:

1. I was the sole stockholder, Chief Executive Officer (“CEO”) and Chairman of the Board of defendant Wolverine, Proctor & Schwartz, Inc. (“WPS”) throughout 1999, 2000 and most of 2001. I submit this Affidavit in opposition to plaintiff *pro se* Peter A. Crawford’s Motion to Strike portions of an Affidavit, dated March 17, 2006, that I submitted in support of the defendants’ Motion for Summary Judgment.

2. Mr. Crawford’s moves to strike paragraph 22 and exhibit 6 of my March 17 Affidavit. In that paragraph, I testified that on December 31, 2001, I and the other four members of the Board of Directors of Wolverine, Proctor & Schwartz, Inc. (“WPS”) executed an “Action by Unanimous Written Consent of Directors in Lieu of a Meeting of Directors” (“the Unanimous Written Consent”). A copy of the December 31, 2001 Unanimous Written Consent was attached to my March 17 Affidavit as Exhibit 6.

3. On December 31, 2001, the WPS Board of directors was composed of myself, Ernest Jacquet, John Rutherford, Erik Scott and Mark Brown.

4. Mr. Crawford moves to strike paragraph 22 of my Affidavit and Exhibit 6 on the basis that I have no personal knowledge that Messrs. Jacquet, Rutherford, Scott and Brown signed the Unanimous Written Consent on December 31, 2001.

5. The Unanimous Written Consent was one of dozens of documents that were signed on December 31, 2001 as part of Parthenon Capital, LLC's acquisition of a controlling ownership interest in WPS. Although I did not personally see Messrs. Rutherford and Jacquet execute the Unanimous Written Consent, I saw that both Mr. Rutherford and Mr. Jacquet had signed all of the required closing documents on December 31, 2001 – which closing documents included their executed copies of the Unanimous Written Consent.

6. On December 31, 2001, I was the Chairman of the Board and Chief Executive Officer (“CEO”) of WPS.

7. Throughout the history of WPS, the company's Board of Directors often acted, in lieu of a formal meeting, by unanimous written consents – such as the December 31, 2001 Unanimous Written Consent. Thus, it was a regular business activity of the WPS Board of Directors to act by unanimous written consent. Furthermore, any unanimous written consents executed by the WPS Board of Directors (including the December 31, 2001 Unanimous Written Consent, or any other written memorial of Board actions) were recorded and stored in WPS's corporate offices in the regular course of business. As the Chairman of the Board of WPS and also the company's longtime CEO, I was one of several custodians of the business and corporate records of WPS, including the December 31, 2001 Unanimous Written Consent attached to my March 17 Affidavit as Exhibit 6.

Signed under the penalties and pains of perjury this 28<sup>th</sup> day of April 2006.

/s/ Deepak S. Kulkarni  
DEEPAK S. KULKARNI

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that on his 28<sup>th</sup> day of April 2006, I filed the foregoing document with the Clerk of the Court by using the ECF system. I further certify that I mailed the foregoing document and the notice of electronic filing to the pro se plaintiff, Peter A. Crawford, 23 Newcastle Drive, #11, Nashua, NH 03060, by U.S. mail, on April 28, 2006.

/s/ Mark M. Whitney  
Mark M. Whitney, Esq.